

May 27, 1999



Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W. Room 700
Washington, D.C. 20423

RECORDATION NO. **20702-A** FILED

JUN 1 '99 11-00AM

Dear Secretary Williams:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a termination of security agreement, a secondary document, dated May 21, 1999. The primary document to which this is connected is recorded under Recordation No. 20702.

The names and addresses of the parties to the document are as follows:

Debtor: National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002

Secured Party: Texas Department of Transportation
DeWitt C. Greer State Highway Building
125 East Eleventh Street
Austin, Texas 78701-2483

A description of the equipment covered by the document follows:

Forty-seven (47) rail passenger cars, AAR mechanical designation PA, each marked "Amtrak", with identifying serial numbers.

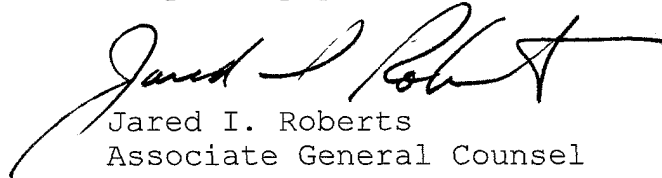
A fee of \$26.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to the National Railroad Passenger Corporation at the address given above, attention: Jared I. Roberts.

A short summary of the document to appear in the index follows:

Honorable Vernon A. Williams
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Page Two

Termination of Security Agreement, to
Security Agreement with Recordation No.
20702, dated May 21, 1999, covering forty-
seven (47) rail passenger cars.

Very truly yours,

A handwritten signature in black ink, appearing to read "Jared I. Roberts", with a long horizontal flourish extending to the right.

Jared I. Roberts
Associate General Counsel

Attachments

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TERMINATION OF SECURITY AGREEMENT

As of this 21st day of May, 1999, the TEXAS DEPARTMENT OF TRANSPORTATION, 125 East 11th Street, Austin, Texas 78701-2483 (hereinafter the "secured party") and the NATIONAL RAILROAD PASSENGER CORPORATION ("Amtrak"), 60 Massachusetts Avenue, N.E., Washington, D.C. 20002 (hereinafter the "debtor") hereby agree as follows:

1. The Security Agreement for Rolling Stock (hereinafter the "Security Agreement"), dated as of June 3, 1997, and recorded with the Surface Transportation Board with Recordation No. 20702, is hereby terminated.

2. The security interest granted in the Security Agreement to secured party in certain rolling stock, i.e., forty-seven (47) rail passenger cars, (hereinafter the "collateral") is hereby terminated.

3. Secured party warrants and covenants that:

A. the debt for which the security interest was granted has been repaid in full with interest;

B. it no longer claims a security interest in the collateral or in any portion thereof; and

C. it hereby releases any lien, security interest or encumbrance that it may have in the collateral or any portion thereof.

4. Debtor may file this instrument with the Surface Transportation Board pursuant to 49 U.S.C. §11301, and will provide to secured party evidence of such filing.

5. Secured party will execute such additional document(s) as debtor may reasonably request to evidence such payment and the termination and release of such security interest, any or all of which document(s) debtor may then file with the Surface Transportation Board.

6. This Termination of Security Agreement becomes effective when it is signed by the secured party.

TEXAS DEPARTMENT OF
TRANSPORTATION

By: Charles W. Heald, P.E.
Charles W. Heald, P.E.
Title: Executive Director

NATIONAL RAILROAD PASSENGER
CORPORATION

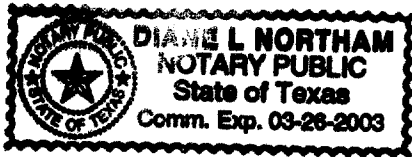
By: Calvin D. All
Title: Treasurer

ACKNOWLEDGMENT

The State of Texas §
 §
County of Travis §

Before me, Diane L. Northam, on this day personally appeared Charles W. Heald, P.E., Executive Director of the Texas Department of Transportation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same by proper authority in the capacity stated, and for the purposes and consideration therein expressed.

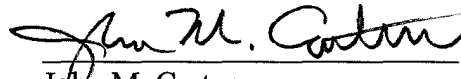
Given under my hand and seal of office this 21st day of May, 1999.



Diane L. Northam
Notary Public

ACKNOWLEDGEMENT

I, John M. Carten, certify that I am the Assistant Corporate Secretary of the National Railroad Passenger Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the corporation by authority of the Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare under penalty of perjury that the foregoing is true and correct. Executed on May 27, 1999.


John M. Carten
Assistant Corporate Secretary

SEAL